

EXHIBIT I

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:
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	:
MOTORS LIQUIDATION COMPANY, <i>et al.</i>,	:
f/k/a General Motors Corp., <i>et al.</i>	:
	:
Debtors.	:
-----X	

Chapter 11

Case No.: 09-50026 (REG)

(Jointly Administered)

**ORDER GRANTING MOTION OF
GENERAL MOTORS LLC TO ENFORCE 363 SALE ORDER AND APPROVED
DEFERRED TERMINATION AGREEMENTS AGAINST RAMP CHEVROLET, INC.**

Upon the Motion, dated October 20, 2010 (the “**Motion**”), of General Motors LLC (f/k/a General Motors Company) (“**New GM**”),¹ pursuant to Sections 105 and 363 of Title 11, United States Code, for entry of an order (a) enforcing the 363 Sale Order and the provisions of the Wind-Down Agreements approved by this Court; (b) directing Ramp Chevrolet, Inc. (“**Ramp**”) and all persons acting in concert with it to cease and desist from further prosecuting or otherwise proceeding with the Contempt Motion (as defined in the Motion) pending before the Bankruptcy Court for the Eastern District of New York, Chapter 11 Case No. 09-77513 (REG), and (c) granting such other and further relief as may be warranted, all as more fully set forth in the Motion,; and due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; and the Court having found and determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Motion is GRANTED as set forth herein; and it is further

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

ORDERED that Ramp shall specifically perform all of its obligations as set forth in the Wind-Down Agreements; and it is further

ORDERED that Ramp and all persons acting in concert with it shall cease and desist from further prosecuting or otherwise proceeding with the Contempt Motion (as defined in the Motion) pending before the Bankruptcy Court for the Eastern District of New York, Chapter 11 Case No. 09-77513 (REG), until this Court has determined the parties' respective rights and obligations under the Wind-Down Agreements; and it is further

ORDERED that, pursuant to the terms of the Wind-Down Agreements, New GM's rights and obligations with respect to any final Wind-Down Payment to Ramp include New GM's reconciliation and netting rights pursuant to the Wind-Down Agreements, Dealer Agreements, and applicable law; and it is further

ORDERED that this Court shall retain exclusive jurisdiction to hear and determine all matters arising from or related to this Order, including determination of the amount of costs and reasonable attorneys fees, if any, to be awarded to New GM pursuant to section 5(e) of the Wind-Down Agreements at a hearing to be scheduled by the Court upon the filing of a separate application of New GM; *provided, however*, that nothing set forth in this Order shall preclude Ramp from seeking relief with respect to this Order in the United States District Court for the Southern District of New York ("**District Court**"), or any appellate court of the District Court.

Dated: _____, 2010
New York, New York

UNITED STATES BANKRUPTCY JUDGE